

RECORDATION NO. 18623-D FILED

JUL 24 '08 -3 00 PM

SURFACE TRANSPORTATION BOARD

ALVORD AND ALVORD
ATTORNEYS AT LAW
1050 SEVENTEENTH STREET, N.W.
SUITE 301
WASHINGTON, D.C.

20036

(202) 393-2266

FAX (202) 393-2156

E-MAIL alvordlaw@aol.com

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

July 24, 2008

Anne K. Quinlan, Esquire
Acting Secretary
Surface Transportation Board
395 E Street, S.W.
Washington, D.C. 20423-0001

Dear Ms. Quinlan:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease Amendment, dated as of July 11, 2008, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the documents previously filed with the Board under Recordation Numbers 18623-A, B, and C.

The names and addresses of the parties to the enclosed document are:

Lessee: North American Salt Company
8300 College Boulevard
Overland Park, KS 66210

Owner Trustee/Lessor: Wells Fargo Bank, N.A.
79 South Main Street
Salt Lake City, UT 84111

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A description of the railroad equipment covered by the enclosed document is:

71 railcars: HCGX 1200 - HCGX 1273 (excluding 1228, 1250, and 1270)

A short summary of the document to appear in the index is:

Memorandum of Lease Amendment

Also enclosed is a check in the amount of \$41.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read 'R. Alvord', with a long horizontal flourish extending to the right.

Robert W. Alvord

RWA/sem
Enclosures

JUL 24 '08 -3 00 PM

MEMORANDUM OF LEASE AMENDMENT

SURFACE TRANSPORTATION BOARD

THIS MEMORANDUM OF LEASE AMENDMENT dated as of July 11, 2008 is intended to evidence the amendment to that certain Lease of Railroad Equipment dated as of December 23, 1993, between Wells Fargo Bank Northwest, National Association (as successor to First Security Bank, National Association as successor to Compass Boxcar LLC), as Owner Trustee as Lessor (the "Lessor") and North American Salt Company (as successor to The Hutchinson & Northern Railway Company) as Lessee (the "Lessee") (together with all exhibits, schedules and supplements thereto, the "Lease"), originally filed with the Surface Transportation Board under Recordation Number 18623 on December 23, 1993 and referenced in Recordation Numbers 18623-A, 18623-B and 18623-C.

Pursuant to the Lease, Lessor has on lease to Lessee the railcars specified on Schedule A hereto (each a "Unit" and together, the "Units").

The Term of the Lease has been extended to expire December 31, 2012.

This Memorandum of Lease is entered into for the purpose of satisfying the requirements of recordation with the United States Department of Transportation Surface Transportation Board ("STB") under 49 U.S.C Section 11301 and with the Registrar General of Canada under applicable law.

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum of Lease Amendment to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Lessor:

Wells Fargo Bank Northwest, not in its individual capacity but solely as Owner Trustee

By: met
Title: VICE PRESIDENT

I certify that I hold the title set forth above, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

By: Me. Ot
Name: Val T. Orton

Lessee:

North American Salt Company

By: _____
Title: _____

I certify that I hold the title set forth above, that this instrument was signed on behalf of the Lessee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

By: _____
Name: _____

IN WITNESS WHEREOF, Lessor and Lessee have caused this Memorandum of Lease Amendment to be duly executed all as of the date first above written, and the undersigned hereby declare pursuant to 28 U.S.C. Section 1746 under penalty of perjury that the foregoing is a true and correct document and was executed on the date indicated below their signatures.

Lessor:

Wells Fargo Bank Northwest, not in its individual capacity but solely as Owner Trustee

By: _____
Title: _____

I certify that I hold the title set forth above, that this instrument was signed on behalf of the Lessor by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessor. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

By: _____
Name: _____

Lessee:

North American Salt Company

By: _____
Title: President & CEO

I certify that I hold the title set forth above, that this instrument was signed on behalf of the Lessee by authority of its board of directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of Lessee. I further declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

By: _____
Name: Angelo Brisimitzakis

Exhibit A to
Memorandum of Lease Amendment

The Units:

Seventy-one (71) 100 ton, roller bearing, 60', RBP, non-mechanical refrigerator insulated boxcars equipped with 10' Plugs doors and moveable interior bulkheads and bearing unit numbers as follows

Number	Car Mark	Car Number
1	HCGX	1200
2	HCGX	1201
3	HCGX	1202
4	HCGX	1203
5	HCGX	1204
6	HCGX	1205
7	HCGX	1206
8	HCGX	1207
9	HCGX	1208
10	HCGX	1209
11	HCGX	1210
12	HCGX	1211
13	HCGX	1212
14	HCGX	1213
15	HCGX	1214
16	HCGX	1215
17	HCGX	1216
18	HCGX	1217
19	HCGX	1218
20	HCGX	1219
21	HCGX	1220
22	HCGX	1221
23	HCGX	1222
24	HCGX	1223
25	HCGX	1224
26	HCGX	1225
27	HCGX	1226
28	HCGX	1227
29	HCGX	1229
30	HCGX	1230
31	HCGX	1231
32	HCGX	1232
33	HCGX	1233
34	HCGX	1234

35	HCGX	1235
36	HCGX	1236
37	HCGX	1237
38	HCGX	1238
39	HCGX	1239
40	HCGX	1240
41	HCGX	1241
42	HCGX	1242
43	HCGX	1243
44	HCGX	1244
45	HCGX	1245
46	HCGX	1246
47	HCGX	1247
48	HCGX	1248
49	HCGX	1249
50	HCGX	1251
51	HCGX	1252
52	HCGX	1253
53	HCGX	1254
54	HCGX	1255
55	HCGX	1256
56	HCGX	1257
57	HCGX	1258
58	HCGX	1259
59	HCGX	1260
60	HCGX	1261
61	HCGX	1262
62	HCGX	1263
63	HCGX	1264
64	HCGX	1265
65	HCGX	1266
66	HCGX	1267
67	HCGX	1268
68	HCGX	1269
69	HCGX	1271
70	HCGX	1272
71	HCGX	1273

CERTIFICATION

I, Robert W. Alvord, attorney licensed to practice in the State of New York and the District of Columbia, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: _____

7/24/08



Robert W. Alvord